

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

**VIA FEDERAL EXPRESS**

**FIRST  
UNION®**

September 9, 1998

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

RECORDATION NO. 21631 FILED

SEP 11 '98

11-46 AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 11 11 49 AM '98

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 30, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: CF Industries, Inc.  
One Salem Lake Drive  
Long Grove, IL 60047

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulskey*

Susan Grokulskey  
Manager - Documents Administration

Enclosures

(CFI004)

EXHIBIT A  
to  
RIDER NO. 1

RECORDATION NO. 21631 FILED

## MEMORANDUM OF LEASE

SEP 11 '98

11-46AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of April, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CF Industries, Inc., a Delaware Corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of April 30, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

By: K. A. DombrowskiName: K. A. DOMBROWSKITitle: MANAGER - DOCUMENTATIONExecuted on this 11<sup>th</sup> day of Aug., 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, SUSAN GROKULSKY a Notary Public in and for said state and county,  
certify that RICHARD F. SEYMOUR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11<sup>th</sup> day of  
August, 1998.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

CF INDUSTRIES

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

By: J. H. Sultenfuss  
Name: J. H. Sultenfuss  
Title: Sr Vice Pres

Executed on this 6<sup>th</sup> day of Aug, 1998.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public in and for said state and county, certify that \_\_\_\_\_ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** Fifty (50)

**DESCRIPTION OF CARS:** 5150 cu. ft. Covered Hopper Cars

**CAR NUMBERS:** See below

Car initial (29)	Car number (29)
FURX	840028
FURX	840034
FURX	840043
FURX	840053
FURX	840107
FURX	840118
FURX	840626
FURX	840630
FURX	840632
FURX	840636
FURX	840666
FURX	840671
FURX	840727
FURX	840770
FURX	850002
FURX	850009
FURX	850010
FURX	850011
FURX	850015
FURX	850032
FURX	850065
FURX	850066
FURX	850077
FURX	850088
FURX	850119

FURX	850136
FURX	850183
FURX	850208
FURX	850212
FURX	850253
FURX	850261
FURX	850312
FURX	850325
FURX	850357
FURX	850370
FURX	850375
FURX	850379
FURX	850401
FURX	850421
FURX	850422
FURX	850424
FURX	850505
FURX	850538
FURX	850557
FURX	850582
FURX	850661
FURX	850668
FURX	850680
FURX	850692
FURX	850694
Count:	50